

Hearing Date and Time: February 3, 2011 at 9:45 a.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
	:	Chapter 11
In Re:	:	
	:	Case No. 09-50026 (REG)
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	
	:	Jointly Administered
	:	
Debtors.	:	
	X	

**JOINDER OF GOLDMAN SACHS & CO. TO AMENDED MOTION OF CERTAIN
NOTEHOLDERS PURSUANT TO RULE 3018(a) OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR TEMPORARY ALLOWANCE OF THE NOVA
SCOTIA GUARANTY CLAIMS FOR THE PURPOSE OF VOTING TO ACCEPT OR
REJECT THE PLAN**

Goldman Sachs & Co. ("Goldman Sachs"), by and through its undersigned counsel,
submits this joinder to the Amended Motion of Certain Noteholders Pursuant to Rule 3018(a)
of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of the Nova Scotia
Guaranty Claims for the Purpose of Voting to Accept or Reject the Plan (the "Motion")
[Docket No. 8535], filed by Appaloosa Management L.P., Aurelius Capital Management, LP,
Elliott Management Corporation and Fortress Investment Group LLC (collectively, the
"Moving Noteholders").

1. Like the Moving Noteholders to the pending Motion, Goldman Sachs is a Noteholder (as defined in the Motion)¹ and it currently holds the 8.375% Guaranteed Notes due December 7, 2015 (ISIN XS0171922643) (the “Notes”) issued pursuant to the terms and conditions of that certain Fiscal and Paying Agency Agreement, dated as of July 10, 2003, between and among General Motors Nova Scotia Finance Company (“GM Nova Scotia”), Motors Liquidation Company (f/k/a General Motors Corporation) (“MLC”), Deutsche Bank Luxembourg S.A., as fiscal agent, and Banque General du Luxembourg S.A., as paying agent.

2. The Notes were issued by GM Nova Scotia and guaranteed by MLC. MLC’s guarantee of the Notes gives rise to the Nova Scotia Guaranty Claims.

3. The Official Committee of Unsecured Creditors of MLC filed the *Official Committee of Unsecured Creditors’ First Amended Objection to Claims Filed By Green Hunt Wedlake, Inc. and Noteholders of General Motors Nova Scotia Finance Company and Motion for Other Relief*, dated November 19, 2010 (the “Claims Objection”) [Docket No. 7859], which objected, among other things, to the Nova Scotia Guaranty Claims.

4. On December 22, 2010, in response to the Claims Objection, Goldman Sachs filed a *Joinder and Reservation of Rights of Goldman Sachs & Co. to Response of Certain Noteholders in Opposition to the Official Committee of Unsecured Creditors’ First Amended Objection to Claims Filed by Green Hunt Wedlake, Inc. and Noteholders of General Motors Nova Scotia Finance Company and Motion for Other Relief* [Docket No. 8252].

5. In accordance with the Solicitation Order, and like the Moving Noteholders, Goldman Sachs also received ballots for voting on the Plan.

¹ Capitalized terms not otherwise defined herein shall have the meaning set forth in the Motion.

6. Goldman Sachs has reviewed the Motion and out of an abundance of caution and to ensure that it is not deprived of its right to vote on the Plan, it agrees with and joins in the arguments set forth in the Motion. For the reasons set forth in the Motion, the Nova Scotia Guaranty Claims against MLC's estate, for purpose of voting to accept or reject the Plan, should be temporarily allowed in the aggregate amount of \$1,072,557,531.72.

7. Goldman Sachs expressly reserves its right to supplement and amend this motion and reserves all other rights, remedies, claims and defenses at law or in equity.

WHEREFORE, Goldman Sachs respectfully joins in the Motion and requests that the Court grant the relief requested therein and such other and further relief as is just and proper.

Dated: New York, New York
February 1, 2011

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